

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Benton Resources Inc.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

October 8, 2013

Item 3 News Release

The news release dated October 8, 2013 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Stephen Stares, CEO, Benton Resources Inc.

Item 9 Date of Report

October 8, 2013

BENTON ENTERS OPTION TO PURCHASE FOUR ADDITIONAL GOLD DEPOSITS AT CAPE RAY, NEWFOUNDLAND

October 08, 2013

Thunder Bay, Ontario: Benton Resources Inc. (TSXV: BEX) ("Benton" or "the Company") is pleased to announce that the Company has entered into an option agreement with Tenacity Gold Mining Company Ltd. to purchase a 100% interest in four mining claims which encompasses the 04 , 41 , Isle Aux Mort and the Big Pond gold deposits located in southwest Newfoundland. Benton will, subject to regulatory approval, pay \$400,000 and issue 1.5 million common shares on regulatory approval and issue a further 1.5 million common shares in 12 months (for a total of 3 million common shares). The claims being acquired are subject to a sliding scale net smelter returns royalty (NSR) on the production of metals: a 3% NSR on production when gold is below \$2000 per ounce; a 4% NSR when gold is from \$2,000 per ounce or more but less than \$3000 per ounce subject to the right of Benton to buy back 1% for \$500,000; and a 5% NSR when gold is \$3000 or above subject to the right of Benton to buy back 1% for \$500,000.

Previous exploration efforts on the four deposits have outlined a historic resource totaling 241,700 ounces of gold grading 3.7 grams per tonne with silver and base metal credits. It should be noted that the resource estimates for the four deposits totaled here and listed individually below were calculated prior to CIM National Instrument 43-101 guidelines and as such should only be considered from a historical point of view and not relied upon. A qualified person has not completed sufficient work to classify the historical estimates as current mineral resources. These claims are contiguous to Benton's current Cape Ray property which hosts the 51 and Window Glass Hill deposits, which combined, do contain a NI 43-101 compliant inferred resource of 206,000 ounces gold and 926,000 ounces silver with base metal credits. The 04 and 41 deposits are situated only 500 meters northeast of the 51 deposit and collectively have been historically referred to as the Cape Ray deposit. The Company intends to conduct the necessary work in order to bring the resources into NI 43 101 compliance.

Stephen Stares, President and CEO of Benton commented: "This is a remarkable opportunity for all of our shareholders as it consolidates the entire Cape Ray gold camp and provides Benton the framework in which to build several sizable deposits in one of the safest and mining-friendly jurisdictions in the world."

Highlights for the Cape Ray Deposits are as follows:

- 51 Deposit: inferred resource using a 2.5gpt gold cut-off of 530,000 tonnes grading 6.10 g/t Au and 15.86 g/t Ag containing 103,943 ounces of gold and 270,253 ounces of silver (current resource)
- Windowglass Hill: inferred resources using a 0.5gpt gold cut-off of 1,810,000 tonnes grading 1.77 g/t Au and 11.28 g/t Ag containing 103,001 ounces of gold and 656,415 ounces of silver (current resource)
- 04 Deposit: 1,166,200 tonnes grading 4.65g/t containing 158,100 ounces of gold (historical resource)
- 41 Deposit: 547,700 tonnes grading 2.22g/t containing 35,600 ounces gold (historical resource)
- Isle aux Morts deposit: 407,200 tonnes grading 2.75g/t containing 36,100 ounces of gold (historical resource)
- Big Pond: 91,300 tonnes grading 4.5g/t for 11,900 ounces gold (historical resource)
- Opportunities exist to upgrade and expand the mineral resources for all deposits
- 100% control of 60km strike length of highly favorable stratigraphy where more than 68,000 metres of drilling in 443 holes completed between 1976 to 1996
- High potential to discover new deposits

About Benton Resources Inc. (TSXV: BEX)

Benton Resources Inc. is a well-funded Canadian-based junior with approximately \$7 million in cash and \$1.4 million in equities with multiple joint ventures and a diversified property portfolio in Gold, Silver, Nickel, Copper, and Platinum group elements.

Clinton Barr (P.Geol.), V.P. Exploration for Benton Resources Inc., is the qualified person responsible for this release.

On behalf of the Board of Directors of Benton Resources Inc.,
"Stephen Stares"
Stephen Stares, President

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

The information contained herein contains "forward-looking statements" within the meaning of applicable securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be "forward-looking statements."

Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to gold price and other commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections

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